

CERTIFICATE OF INCORPORATION  
OF  
CRUCIBLE CENTER COMPANY

\* \* \* \*

FIRST. The name of the Corporation is  
CRUCIBLE CENTER COMPANY.

SECOND. The principal office of the Corporation in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To purchase or otherwise acquire real estate; to construct, erect, purchase or otherwise acquire warehouses, office buildings and other structures; and to own (as an investment or otherwise), hold, manage, operate, mortgage, lease, sell, convey or otherwise dispose of such real estate and warehouses, office buildings and other structures.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire and pay for in cash, stock or bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this Corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which this Corporation shall have authority to issue is two hundred fifty (250) and the par value of each of such shares is One Hundred Dollars (\$100) amounting in the aggregate to Twenty-five Thousand Dollars (\$25,000).

FIFTH. The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH. The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH. The Corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the Corporation.

To authorize and cause to be executed mortgages, leases and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution or in the by-laws of the Corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting

stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the Corporation.

TENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Elections of directors need not be by ballot unless the by-laws of the Corporation shall so provide.

TWELFTH. The Corporation shall reimburse or indemnify each of its directors and officers, and former directors and officers, and each director and officer of any other corporation who shall be serving or shall have served as such at the request of this Corporation because of its interest in such other corporation, for or against all loss, expenses (including amounts paid to others than the Corporation in settlement or to secure the termination of litigation), costs and counsel fees which may be paid by, or imposed upon, or reasonably incurred by him, in connection with or arising out of any action, suit or proceeding or threatened action, suit or proceeding in which he may be involved or to which any such director or officer is or might be a party, by reason of his being or having been such director or officer, or by reason of any action alleged to have been taken or omitted by him in either such capacity.

The Corporation shall not, however, reimburse or indemnify such director or officer with respect to any

matter as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duties as such director or officer; and if said action, suit or proceeding shall be settled or otherwise terminated as against such director or officer without a final determination on the merits, the Corporation shall not reimburse or indemnify such director or officer with respect to any matter as to which it shall be determined either

(a) by a majority of the members of the Board of Directors of the Corporation (other than those involved in said action, suit or proceeding, whether or not such remaining directors constitute a quorum); or if there are not at least two directors of the Corporation then in office other than those involved,

(b) by the majority of a Committee elected by the Board of Directors (which Committee shall be composed of three or more disinterested persons who are not directors, officers or employees of the Corporation),

that said director or officer had been derelict in the performance of his duties as such director or officer as charged in such action, suit or proceeding.

The foregoing rights shall not be exclusive of other rights to which any director or officer may otherwise be entitled, and in the event of his death, shall extend to his legal representatives.

THIRTEENTH. No shareholder of the Corporation shall be entitled as such as a matter of right to purchase,



receive or subscribe for additional shares of any class of stock of the Corporation, or any securities or obligations convertible into such stock, whether now or hereafter authorized and whether issued for cash or other consideration.

FOURTEENTH. No contract or other transaction between this Corporation and any other corporation, partnership, firm, association or other person shall be invalidated or otherwise adversely affected by the fact that any one or more shareholders, directors or officers of this Corporation -

(a) is or are pecuniarily or otherwise interested in, or is a shareholder, director, member or officer (or are shareholders, directors, members or officers) of, such other corporation, partnership, firm or association, or

(b) is a party or are parties to, or is or are in any other way pecuniarily or otherwise interested in, such contract or other transaction, or

(c) is or are in any way connected with any corporation, partnership, firm, association or other person pecuniarily or otherwise interested in such contract or other transaction;


and any and every shareholder or director may be counted in determining the existence of a quorum, and in determining the effectiveness of action taken, at any meeting of the shareholders or of the Board of Directors of the Company for the purpose of authorizing, entering into or ratifying any such contract or other transaction, with like force and effect as if he were not so interested, or were not such a shareholder, director, member or officer, or were not such

a party, or were not so connected; and each and every person who is or may become a shareholder, director or officer of this Corporation is hereby relieved from any liability that might otherwise exist or arise from any such contract or other transaction.

FIFTEENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 25th day of July, A. D. 1955.

*W.C. Broadt*  
*A.D. Atwell*



STATE OF DELAWARE  
COUNTY OF NEW CASTLE

} SS:

BE IT REMEMBERED that on this 25th day of July,  
A. D. 1955, personally came before me, a Notary Public for  
the State of Delaware, H. K. Webb, H. C. Broadt  
and A. D. Atwell , all of the parties to the foregoing  
certificate of incorporation, known to me personally to be  
such, and severally acknowledged the said certificate to be  
the act and deed of the signers respectively and that the  
facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and  
year aforesaid.

*M. Ruth Manning*  
Notary Public

